

United States Bankruptcy Court

Southern District of New York

In re: **Borders Group, Inc.**

Case No.: **11-10614**

Court ID (Court use only) _____

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

Hain Capital Holdings, Ltd

Flemington Mall LLC

C/o Eastern States Properties

Name of Transferee

Name of Transferor

Name and Address where notices to transferee should be sent

Court Record Address of Transferor
(Court Use Only)

Hain Capital Holdings, Ltd

301 Route 17, 7th Floor

Rutherford, NJ 07070

Attn: Rachel Yamnik

Phone: (201) 896 - 6100

Last Four Digits of Acct #: _____

Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above)

Name and Current Address of Transferor

Flemington Mall LLC

C/o Eastern States Properties

6 Colonial Drive, Suite D

Lawrenceville, NJ 08648

Court Claim # (if known): 4629

Claim Amount: \$518,566.24

Date Claim Filed: 12/27/2011

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ Rachel Yamnik

Date: 1/5/12

Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

~~DEADLINE TO OBJECT TO TRANSFER~~

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EVIDENCE OF TRANSFER OF CLAIM

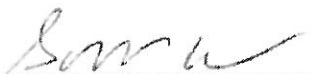
TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Flemington Mall, LLC c/o Eastern States Properties** ("Assignor") hereby unconditionally and irrevocably sells, partially transfers and assigns to Hain Capital Holdings, Ltd. ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the amount of **\$518,566.24** associated with proof of claim number 4629 against Border's Inc. (the "Debtor"), Chapter 11 Case No. 11-10615 United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), jointly administered under Border's Group, Inc., Chapter 11 Case No. 11-10614, and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED
THIS 30 day of December, 2011.

FLEMINGTON MALL, LLC
C/O EASTERN STATES PROPERTIES

By: 
Name: Scott Plapinger
Title: Managing Member

HAIN CAPITAL HOLDINGS, LTD.
By: Koltai & Company advisors, LLC

By: 
Name: Robert Koltai
Title: Manager